

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
Alexandria Division**

RITLABS, S.R.L.,

Plaintiff/Counter-Defendant,

v.

Case No.: 1:12-cv-00215

Hon. Anthony J. Trenga

RITLABS, INC., et. al.

Defendants/Counter-Plaintiff.

**COUNTER-DEFENDANT'S ANSWER TO
COUNTER-PLAINTIFF'S FIRST AMENDED COUNTERCLAIMS**

NOW COMES Plaintiff/Counter-Defendant, RitLabs, S.R.L., by and through its attorneys Traverse Legal, PLC and I.S. Law Firm, P.C., and states for its Answer to Counter-Plaintiff's Counterclaims the following:

ANSWER

149. Admitted as to the incorporation date of RitLabs, Inc., but Counter-Defendant lacks sufficient knowledge to admit or deny that Counter-Plaintiff's principal place of business is Alexandria, Virginia and leaves Counter-Plaintiff to its proofs.

150. Counter-Defendant lacks sufficient knowledge to admit or deny Counter-Plaintiff Demcenko's immigration and residence status and leaves Counter-Plaintiff to its proofs.

151. Admitted.

152. Admitted as to the incorporation date of RitLabs, Inc., but Counter-Defendant lacks sufficient knowledge to admit or deny that Counter-Plaintiff Demcenko is the sole shareholder of RitLabs, Inc.

153. Denied.

154. Denied.

155. Denied.

156. Denied.

157. Denied.

158. Admitted as to the existence of the general meeting of the members, but denied as to the other listed allegations.

159. Admitted as to the appointment of Mr. Masiutin, but denied as to the other listed allegations.

160. Admitted.

161. Admitted.

162. Counter-Plaintiff's allegation lacks the specificity necessary for Counter-Defendant to admit or deny Counter-Plaintiff's claim and, therefore, Counter-Defendant leaves Counter-Plaintiff to its proofs.

163. Admitted.

164. Admitted.

165. Denied.

166. Denied.

167. Denied

168. Denied

169. Denied

FIRST COUNTERCLAIM

(Breach of Contract)

170. No answer is necessary.

171. Denied.

172. Denied.

173. Denied.

174. Denied.

175. Denied.

176. Denied.

177. Denied.

178. Denied.

179. Denied.

SECOND COUNTERCLAIM

(Breach of Covenant of Good Faith and Fair Dealing)

180. No answer is necessary.

181. Denied.

182. Denied.

183. Denied.

THIRD COUNTERCLAIM

(Tortious Interference with Contract)

184. No answer is necessary.

185. Denied.

186. Denied.

187. Denied.

188. Denied.

189. Denied.

190. Denied.

191. Denied.

192. Denied.

FOURTH COUNTERCLAIM

(Intentional Interference with Prospective Economic Advantage)

193. No answer is necessary.

194. Denied.

195. Denied.

196. Denied.

197. Denied.

198. Denied.

199. Denied.

200. Denied.

FIFTH COUNTERCLAIM

(Negligent Interference with Prospective Economic Advantage)

201. No answer is necessary.

202. Denied.

203. Denied.

204. Denied.

205. Denied.

206. Denied.

SIXTH COUNTERCLAIM

(Commercial Disparagement)

207. No answer is necessary

208. Denied.

209. Denied.

210. Denied.

211. Denied.

212. Denied.

SEVENTH COUNTERCLAIM

(Conversion)

213. No answer is necessary.

214. Denied.

215. Denied.

216. Denied.

217. Denied.

COUNTER-DEFENDANT'S AFFIRMATIVE DEFENSES

1. Counter-Plaintiffs are not entitled to relief because they have failed to state a claim upon which relief may be granted.

2. Counter-Plaintiffs are not entitled to relief because the purported License Agreement referenced by Counter-Plaintiffs' causes of action was obtained by fraud.

3. Counter-Plaintiffs are not entitled to relief because the purported License Agreement referenced by Counter-Plaintiffs' causes of action failed for want of consideration.

4. Counter-Plaintiffs are not entitled to relief because Counter-Plaintiffs' claims are subject to the defense of laches.

5. Counter-Plaintiffs are not entitled to relief because Counter-Plaintiffs' claims are subject to the defense of waiver.

6. Counter-Plaintiffs are not entitled to relief because Counter-Plaintiffs' claims are subject to the defense of estoppel.

7. Counter-Plaintiffs are not entitled to relief because Counter-Plaintiffs' have unclean hands.

8. Counter-Plaintiffs are not entitled to relief because Counter-Defendant has a right to setoff.

9. Counter-Plaintiffs are not entitled to relief because Counter-Plaintiffs' claims are precluded by the applicable statute of limitations.

10. Counter-Plaintiffs are not entitled to relief as to their Seventh Counter-Claim because Counter-Plaintiffs Amended Counter-Claims were filed after Counter-Defendant filed its responsive pleading without leave of Court, in violation of Fed. R. Civ. P. 15. *See Domino Sugar Corp. v. Sugar Workers Local Union 392 of United Food & Commercial Workers Int'l Union*, 10 F.3d 1064,

1068, n1 (4th Cir. 1993). (“This court recognizes that, under Fed. R. Civ. P. 15 (a), a complaint may be amended without leave of the court when the defendant has not filed a responsive pleading.”).

11. Counter-Defendant reserves the right to add additional affirmative defenses as they become known through discovery.

Respectfully submitted this 10th day of May, 2012.

RITLABS, S.R.L.

/s/

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CERTIFICATE OF SERVICE

I hereby certify that on the 10th day of May, 2012, I electronically filed the foregoing **COUNTER-DEFENDANT'S ANSWER TO COUNTER-PLAINTIFF'S AMENDED COUNTERCLAIMS** with the Clerk of the Court using the CM/ECF System on:

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Respectfully submitted this 10th day of May, 2012.

RITLABS, S.R.L.

By: /s/ _____
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